



First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
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RECORDATION NO. 23346-A FILED

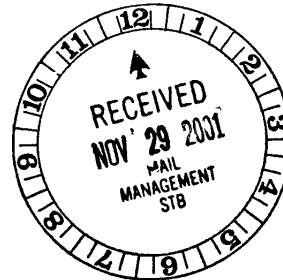
VIA UPS 2ND DAY AIR

November 27, 2001

NOV 30 '01 9-03 AM

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 17, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 23346.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: IMC Global, Inc.
100 S. Saunders Rd., Suite 300
Lake Forest, IL 60045

A description of the railroad equipment covered by the enclosed document is one hundred (100) 4600/4650/4750 cubic foot covered hopper cars with marks FURX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and IMC Global, Inc., Lessee, covering one hundred (100) 4600/4650/4750 cubic foot covered hopper cars with marks FURX (see Exhibit A for car numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska
Susan Grokulska
Manager - Documents Administration

Enclosures

(IMCG006)

ASSGN. NO. IMCG006

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of August, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and IMC Global, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 14, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
By: K.A. Dombrowski
Name: K.A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION
Executed on this 17th day of Aug., 2001.

[CORPORATE SEAL]

STATE OF Illinois
COUNTY OF Lake

I, Tiffany L. Morrison, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of August, 2001.

[Signature]
Notary Public

My Commission Expires:

4/23/05
(Notary Public)



RECORDATION NO. 23346-A FILED

NOV 30 '01 9-03 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

IMC GLOBAL, INC.

By: [Signature]

Name: John U. Huber

Title: Executive Vice President

ATTEST:

By: [Signature]

Name: _____

Title: DIRECTOR TRANSPORTATION

Executed on this 15 day of August, 2001.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF LaSalle

I, Karen L. Evert, a Notary Public of the County and State aforesaid,
certify that John U. Huber personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of August, 2001.

[Signature]
Notary Public

Commission Expires:

11/9/02
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 4600/4650/4750 cu. ft. covered hoppers, 263,000 lb. gross weight on rail

CAR NUMBERS: See below:

FURX 815328	FURX 828261	FURX 831231
FURX 815357	FURX 828266	FURX 831232
FURX 815377	FURX 828271	FURX 831234
FURX 815398	FURX 828303	FURX 831238
FURX 815440	FURX 828311	FURX 831240
FURX 815488	FURX 828312	FURX 831241
FURX 816112	FURX 828351	FURX 831244
FURX 816152	FURX 828361	FURX 831250
FURX 816589	FURX 828367	FURX 831251
FURX 818637	FURX 828375	FURX 831254
FURX 818639	FURX 828378	FURX 831258
FURX 818640	FURX 828564	FURX 831259
FURX 818641	FURX 828565	FURX 831260
FURX 818649	FURX 828570	FURX 831261
FURX 818658	FURX 828606	FURX 831263
FURX 818668	FURX 828609	FURX 831265
FURX 818673	FURX 828627	FURX 831267
FURX 818679	FURX 828631	FURX 831269
FURX 818739	FURX 828647	FURX 831270
FURX 823300	FURX 828676	FURX 831274
FURX 824123	FURX 828704	FURX 831275
FURX 824175	FURX 828820	FURX 831276
FURX 824202	FURX 828828	FURX 831277
FURX 824213	FURX 828842	FURX 831279
FURX 824217	FURX 828862	FURX 831280
FURX 824234	FURX 828871	FURX 831282
FURX 824670	FURX 828909	FURX 831283
FURX 824675	FURX 829482	FURX 831284
FURX 824676	FURX 831209	Count: 100
FURX 824680	FURX 831216	
FURX 824699	FURX 831221	
FURX 824704	FURX 831225	
FURX 824709	FURX 831226	
FURX 824715	FURX 831227	
FURX 824730	FURX 831228	
FURX 824731	FURX 831230	